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China Child Care Corporation Limited

中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1259)

RE-DESIGNATION OF DIRECTOR, APPOINTMENT OF VICE CHAIRMAN, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board announces the following changes in the Company with effect from 16 October 2015:

- (a) Mr. Ren Yunan has been re-designated from an independent non-executive director to a non-executive director and has been appointed as the Vice Chairman of the Board. Mr. Ren has ceased to be the Chairman of both the Remuneration Committee and Nomination Committee but remains as a member of the Nomination Committee.
- (b) Mr. Lee Man Chiu has been appointed as an independent non-executive director.
- (c) Mr. Wong Wai Ming has been appointed as the Chairman of both the Remuneration Committee and Nomination Committee.
- (d) Mr. Chen Shaojun has been appointed as a member of the Remuneration Committee.

RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF VICE CHAIRMAN

The board of directors (the “**Board**”) of China Child Care Corporation Limited (the “**Company**”) announces that Mr. Ren Yunan has been re-designated from an independent non-executive director to a non-executive director of the Company and has been appointed as the Vice Chairman of the Board with effect from 16 October 2015.

Set out below are the details of Mr. Ren required to be disclosed under Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”):

Mr. Ren Yunan (任煜男), aged 40, was appointed as an independent non-executive director of the Company on 18 February 2011. He graduated from Peking University with a bachelor’s degree in law in 1997 and received a master’s degree in law from Harvard Law School in 1999. Mr. Ren is a non-practising solicitor in Hong Kong, and is qualified to practise law in New York, the United States of America. Mr. Ren is currently a non-executive director of Labixiaoxin Snacks Group Limited (a company listed on the Main Board of the Stock Exchange; stock code: 1262) and an independent director of Solar Power, Inc. (a company listed on the OTC Bulletin Board operated by Financial Industry Regulatory Authority; stock code: SOPW). Mr. Ren had served as an independent non-executive director of Vision Fame International Holding Limited (a company listed on the Main Board of the Stock Exchange; stock code: 1315) from May 2013 to November 2013, and an independent director and the chairman of audit committee of IDI, Inc. (a company listed on New York Stock Exchange AMEX; stock code: IDI) from March 2012 to June 2015.

Save as disclosed above, Mr. Ren has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between Mr. Ren and the Company, Mr. Ren is appointed as a non-executive director of the Company for a term of three years, unless terminated by either party giving to the other not less than three months’ prior notice in writing. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

As far as the directors of the Company are aware, Mr. Ren does not have any relationships with other directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Ren holds 100,000 shares of the Company, representing approximately 0.01% of the existing issued share capital of the Company, and 400,000 share options granted by the Company, entitling him to subscribe for 400,000 shares of the Company, representing approximately 0.04% of the existing issued share capital of the Company. Save as disclosed above, Mr. Ren is not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (the “**SFO**”, Chapter 571 of the Laws of Hong Kong).

Pursuant to the service contract entered into between Mr. Ren and the Company, he is entitled to receive a director's fee of RMB600,000 per annum. Mr. Ren is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Ren is determined by the Board by reference to his performance, experience and responsibilities.

As far as the directors of the Company are aware, there is no information of Mr. Ren to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ren that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Lee Man Chiu has been appointed as an independent non-executive director of the Company with effect from 16 October 2015.

Set out below are the details of Mr. Lee required to be disclosed under Rule 13.51(2) of the Listing Rules:

Mr. Lee Man Chiu (李文昭), aged 42, graduated from Harvard University with a bachelor's degree in arts in 1994 and received a Juris Doctor degree from Georgetown University Law Center in 1998. Mr. Lee is a non-practising solicitor in Hong Kong and was also admitted to the Bar in New York in 1999. Mr. Lee was a partner at international law firms, Locke Lord LLP and Hogan Lovells LLP, and has advised on a broad range of transactions, including equity offerings and listings, private equity and venture capital, cross-border mergers and acquisitions, and general corporate and banking.

Mr. Lee has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between Mr. Lee and the Company, Mr. Lee is appointed as an independent non-executive director of the Company for a term of three years, unless terminated by either party giving to the other not less than one month's prior notice in writing. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

As far as the directors of the Company are aware, Mr. Lee does not have any relationships with other directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Lee is not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to the SFO.

Pursuant to the service contract entered into between Mr. Lee and the Company, he is entitled to receive a director's fee of HK\$240,000 per annum. Mr. Lee is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Lee is determined by the Board by reference to his qualifications, experience and responsibilities.

As far as the directors of the Company are aware, there is no information of Mr. Lee to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Lee in joining the Board.

CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Following the aforesaid re-designation and appointment of directors, the Board announces the following changes in the Company's Board Committees with effect from 16 October 2015, for the purposes of complying with relevant requirements under the Listing Rules:

- (1) Mr. Ren Yunan has ceased to be the Chairman of both the Remuneration Committee and Nomination Committee but remains as a member of the Nomination Committee;
- (2) Mr. Wong Wai Ming, an existing independent non-executive director of the Company, has been appointed as the Chairman of both the Remuneration Committee and Nomination Committee; and
- (3) Mr. Chen Shaojun, an existing independent non-executive director of the Company, has been appointed as a member of the Remuneration Committee.

After the foregoing changes, the composition of the Company's Remuneration Committee and Nomination Committee are as follows:

Remuneration Committee

- Mr. Wong Wai Ming (*Chairman*)
- Mr. Li Zhenhui
- Mr. Chen Shaojun

Nomination Committee

- Mr. Wong Wai Ming (*Chairman*)
- Mr. Ren Yunan
- Mr. Chen Shaojun

By order of the Board
China Child Care Corporation Limited
Huang Yishan
Company Secretary

Hong Kong, 16 October 2015

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Li Zhenhui, Mr. Xie Jinling, Mr. Ge Xiaohua, Mr. Huang Xinwen and Ms. Hong Fang; a non-executive director, namely Mr. Ren Yunan; and three independent non-executive directors, namely Mr. Chen Shaojun, Mr. Wong Wai Ming and Mr. Lee Man Chiu.